

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

District of Delaware  
(State)Case number (if known): \_\_\_\_\_ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Garvey Spacecraft Corporation2. All other names debtor used in the last 8 years  
Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 33 - 05747944. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**15261 Connector Ln.  
Number Street                      
Number StreetPO BOX 14928  
P.O. BoxHuntington Beach CA 92649  
City State ZIP CodeLong Beach CA 90853  
City State ZIP CodeOrange  
County**Location of principal assets, if different from principal place of business**                      
Number Street                      
City State ZIP Code5. Debtor's website (URL) garvspace.com6. Type of debtor  
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

Debtor Garvey Spacecraft Corporation  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business**

**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**

3 3 6 4

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

**Check one:**

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY  
District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes. Debtor Vector Launch Inc. Relationship Parent  
District Delaware When 12 / 13 / 2019  
MM / DD / YYYY  
Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Garvey Spacecraft Corporation  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number

Street

City

State

ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets**☒ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☐ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor Garvey Spacecraft Corporation

Case number (if known) \_\_\_\_\_

## 16. Estimated liabilities

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million           | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million          | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million         | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

## 17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12 / 13 / 2019  
MM / DD / YYYY

**X**

Signature of authorized representative of debtor

Title Chief Restructuring Officer*Shaun Martin*Shaun Martin

Printed name

## 18. Signature of attorney

**X** /s/ E.E. Allinson III

Signature of attorney for debtor

Date 12/13/2019

MM / DD / YYYY

Elihu Ezekiel Allinson, III

Printed name

Sullivan Hazeltine Allinson LLC

Firm name

901 North Market Street, Suite 1300

Number Street

Wilmington

City

DE 19801

State ZIP Code

zallinson@sha-llc.com

Email address

Contact phone

302-428-81913476

Bar number

DE

State

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
GARVEY SPACECRAFT CORPORATION**

The Board of Directors (the “**Board**”) of Garvey Spacecraft Corporation (“**Garvey**” or the “**Company**”), a California corporation, has adopted the following resolutions (the “**Resolutions**”) at a special meeting of the Board held on November 25, 2019.

WHEREAS, the Board has reviewed information regarding: (i) the Company’s assets, liabilities, and liquidity; (ii) the strategic alternatives available to the Company, and (iii) the potential impacts of the foregoing on the Company’s business.

WHEREAS, the Board has received, reviewed, and evaluated the financing and restructuring alternatives available to the Company, including, (i) an equity or debt (including debtor-in-possession) financing; (ii) a reorganization; (iii) a sale of certain assets of the Company; and (iv) seeking relief under chapter 7 or chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and the filing of a voluntary petition pursuant to one of those chapters; and (v) any other strategic alternatives available to the Company (collectively, the “**Options**”).

WHEREAS, the Board has the power and authority to approve any of the Options or any other strategic alternative available to the Company.

WHEREAS, the Board has reviewed—and approved the Company entering into—that certain Bridge Loan and Security Agreement (together with all exhibits thereto, the “**Agreement**”), dated as of November 20, 2019 by and among (a) Vector Launch Inc. (“**Vector**”) (b) Garvey, and (c) Lockheed Martin Corporation (“**Lockheed**”).

WHEREAS, the Agreement (i) provided for a \$500,000 secured loan for the Company from Lockheed; (ii) contemplates the Company and Vector filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code; and (iii) provides for a sale of Vector’s Galactic Sky-related assets to Lockheed pursuant to Bankruptcy Code section 363, subject to higher and better offers and post-petition debtor-in-possession financing in an aggregate principal amount of not more than \$2.5 million (the “**DIP Facility**”).

WHEREAS, the Board has determined that (i) a sale or sales of the Company’s non-Galactic Sky-related assets pursuant to an auction or other process designed to maximize value, (ii) entry into the DIP Facility, and (iii) the Company’s filing of a voluntary chapter 11 petition is in the best interests of the Company, its creditors, and other interested parties.

NOW, THEREFORE, BE IT RESOLVED, that John Garvey, the Company’s duly appointed Chief Executive Officer, (the “**CEO**”), is authorized and empowered to execute, verify and file on the Company’s behalf, a petition under chapter 11 of the Bankruptcy Code, and all other petitions, motions, pleadings, applications, exhibits, schedules, lists, and other papers, instruments, or documents contemplated under the Agreement or otherwise, and take and perform any and all further actions and steps that the CEO deems necessary, desirable, and proper to obtain such relief under the provisions of the Bankruptcy Code, and to cause the same to be filed in the

*JG*

United States Bankruptcy Court for the District of Delaware, at such time as the CEO shall determine, consistent with the Company's obligations under the Agreement; and it is

FURTHER RESOLVED, that the CEO is authorized and empowered to employ on the Company's behalf other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are authorized and directed to execute appropriate retention agreements and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper; and it is

FURTHER RESOLVED, that any and all actions heretofore taken by the CEO, the Company's acting chief executive officer, or the Board in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing Resolutions are hereby ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of the Company, hereby execute these Resolutions as of November 25, 2019.

BOARD:

  
\_\_\_\_\_  
John Garvey, Sole Member

Fill in this information to identify the case:

Debtor name Garvey Spacecraft CorporationUnited States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	N/A -- None						
2							
3							
4							
5							
6							
7							
8							

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

Garvey Spacecraft Corporation,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 19-\_\_\_\_\_

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the undersigned certifies that the following are entities, other than Garvey Spacecraft Corporation, or a governmental unit, that directly or indirectly own(s) 10% or more of any class of Garvey Spacecraft Corporation's equity interests:

<u>Entity</u>	<u>Address</u>
Vector Launch Inc.	PO Box 14928 Long Beach, CA 90853-4928

Wilmington, Delaware  
Date: December 12, 2019

Respectfully submitted,

*/s/ Shaun Martin*

\_\_\_\_\_  
Shaun Martin  
Chief Restructuring Officer  
Garvey Spacecraft Corporation

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are: 4794. The Debtor's address is: PO Box 14928, Long Beach, CA 90853-4928.



Fill in this information to identify the case and this filing:

Debtor Name Garvey Spacecraft Corporation  
 United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
 (State)  
 Case number (if known): \_\_\_\_\_

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

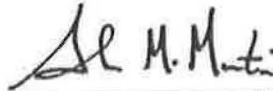
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/12/2019  
 MM / DD / YYYY

x



Signature of individual signing on behalf of debtor

Shaun Martin

Printed name

Chief Restructuring Officer

Position or relationship to debtor